

RECORDATION NO. 28472 FILED

JAN 12 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 12, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-7612

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
[Lessee:	Darling International Inc. 251 O'Connor Ridge Blvd., Suite 300 Irving TX 75038]

A description of the railroad equipment covered by the enclosed document is:

30 railcars within the series SHPX 204035 - SHPX 204072 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized, flowing script.

✓ Robert W. Alvord

RWA/sem
Enclosures

JAN 12 '10 -8 00 AM

MEMORANDUM OF LEASE

SOUTH FACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Darling International Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

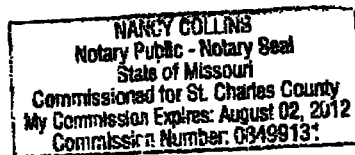
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009 before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Darling International Inc.

Contract 4-7612 dated 5/25/05

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	204035
	Tank	SHPX	204036
	Tank	SHPX	204037
	Tank	SHPX	204039
	Tank	SHPX	204040
	Tank	SHPX	204041
	Tank	SHPX	204042
	Tank	SHPX	204045
	Tank	SHPX	204046
	Tank	SHPX	204047
	Tank	SHPX	204049
	Tank	SHPX	204050
	Tank	SHPX	204051
	Tank	SHPX	204052
	Tank	SHPX	204053
	Tank	SHPX	204055
	Tank	SHPX	204056
	Tank	SHPX	204057
	Tank	SHPX	204058
	Tank	SHPX	204059
	Tank	SHPX	204060
	Tank	SHPX	204061
	Tank	SHPX	204062
	Tank	SHPX	204063
	Tank	SHPX	204064
	Tank	SHPX	204065
	Tank	SHPX	204066
	Tank	SHPX	204067
	Tank	SHPX	204068
	Tank	SHPX	204072

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/12/2010



Robert W. Alvord